

Preliminary Articles

1. This shall be described as the Statute of the Gozo Non Governmental Organizations Association.
2. In this statute, if the context allows,
 - a. "Non Governmental Organization" (or "NGO") refers to an organization which aims at strengthening and developing Gozo's social texture; is independent from direct government control; is not affiliated with any political party; does not aim at its financial or commercial profit and does not use criminal or violent means.
 - b. "Group" refers to a category of NGOs with similar interests or aims, such as culture, sport or philanthropy.
 - c. "Member" refers to an NGO whose application has been accepted by the Council according to the criteria in this statute (also see *Annex A*).
 - d. "Councillor" refers to a person chosen (through an election or otherwise) to from part of the Council.

General Articles

3. The Gozo NGOs Association is an "umbrella" Association consisting of three or more Groups which together embrace the NGOs active in Gozo.
4. The official name is ***Assoċċjazzjoni ta' l-Organizzazzjonijiet Mhux Governattivi Ghawdxin (Gozo Non Governmental Organizations Association)*** which can be abridged (**Gozo NGOs Association**). "The Association" is used in this statute.
5. Just like its Members, the Association does not aim at commercial profit or at partisan politics.
6. The registered address of the Association is presently the NGO Centre at Xewkija. The Association has at its disposal the NGO Centre's facilities and services.
7. The Association's main aim is to encourage cooperation between NGOs in Gozo and to promote their interests. The Association tries to encourage participation among its Members and especially by:
 - a. preparing a development plan for Gozo in the areas it represents and recommending to the relative authorities measures which would benefit Gozo's general development and
 - b. representing, as asked, Groups and Members in discussions with the central, regional and local governmental authorities to better social aspects in Gozo which concern them. The Association also represents NGOs on the Regional Projects Committee for Gozo to contribute towards Gozo's general development.

Administration

8. A Council is to be formed to head the Association, thus representing Gozitan NGOs.
9.
 - 9.1 The Association's Council (with a life of three years, between Annual General Meetings) shall be made up of a minimum of 5 (five) Councillors elected from among member NGOs, with the provisos that there should be at least one (and not more than two) from each nominating Group. However no NGO may put in more than one nomination at the same AGM.
 - 9.2 Moreover the Council as elected may co-opt others – provided that the total number of councillors does not exceed eleven (11) – so as to have the widest possible representation.
 - 9.3 Outgoing councillors are not excluded from again forming part of the Council.
 - 9.4 In their activity in the Council, these councillors should not work in the exclusive interest of their respective NGO or Group, thus affecting negatively the Association's or the whole sector's.
10. The councillors shall chose from among themselves a President, a Secretary and a Treasurer but can also add other posts (including a Chief Executive). All the officers have to be councillors.
11. The President shall chair Council meetings. He can call, postpone by not more than seven days or suspend temporarily Council meetings as he deems necessary; however the minimum number of meetings have to be held as established in this statute. In his absence (and that of the vice President, should this be the case), those present shall choose a chair for that meeting from among themselves.
12. The Secretary shall keep the minutes and other information about all Council meetings. He is responsible for correspondence, contacts and communications. He shall, in consultation with the President, draw up the agenda for meetings and send it to the councillors at least a week before.
13. The Secretary shall prepare an annual report covering the Council's activities and present it to the Annual General Meeting.
14. The Treasurer shall keep the Council's (and Association's) accounts and present an audited statement and an annual report to the Annual General Meeting.
15. The Association can open accounts in its name in banks or other financial institutions, as the Council decides. The registered signatories shall be the President, the Secretary and the Treasurer; however two signatures shall be enough, if the Council does not otherwise decide.
16. The President and the Secretary (or their substitutes as decided by the Council) shall represent the Association for legal purposes. The Council officers together have executive responsibility for administration.

17. The Council shall meet at least three times annually. Meetings are called by the President but can be asked for by other Councillors (at least 2) or Members (at least 10).
18. If, at the announced time, there is not a quorum of fifty per cent (50%) of the eligible councillors, a Council meeting begins fifteen minutes later with those present. While there is no quorum, no decisions can be taken about matters not on that meeting's agenda.
19. The Council shall discuss all matters in an atmosphere of friendliness and solidarity, while trying to reach decisions by consensus. Where this is not possible, a vote shall be taken: a simple majority among the councillors present shall prevail. If votes are equal, the chair shall have a casting vote.
20. Without intruding on the autonomy of the respective NGOs, the Council shall:
 - a. act as a coordinating entity aiming at eliminating conflicts of interest, duplication of efforts and waste, so that human and material resources are used in the most efficient and effective way;
 - b. provide a continuous method of communication and facilitate discussions between NGOs;
 - c. work to provide facilities to promote Members' activities;
 - d. collect information and keep a database about services offered by NGOs;
 - e. acquire and distribute resources (including funds and equipment) among Members;
 - f. get to know the needs of NGOs, and of individuals working voluntarily, so that priorities can be established and resources can be more easily acquired;
 - g. give advise and provide learning possibilities to Members;
 - h. undertake activities to promote the Association's aims.
21. The Council can choose sub-committees (*ad hoc* or permanent) as it deems necessary. These can also be composed of non-councillors. Existing sub-committees end once the Council's term ends. However the incoming Council can set them up again.
22. A Councillor on the Council cannot continue occupying his post:
 - a) if he resigns through a letter to the Secretary;
 - b) if he is absent for three consecutive meetings without providing a suitable reason;
 - c) if a resolution asking for his removal, due to incapacity to continue in his duties or due to bad behaviour, is approved by the votes of at least two thirds of the councillors present;
 - d) if he loses his qualification because the NGO which nominated him is no longer a Member or informs the Council that he no longer forms part of it or that (for any reason) it has retired his nomination - in these

cases he does not lose his place if some other Member of the same Group re-nominates him.

23. Should there be a vacancy among the Councillors, a new Councillor shall be chosen (for the rest of the three years) by the Members of the Group which had originally chosen the missing one. For convenience, the Council may decide to use the post or Emails. For convenience, a co-option may be used.
24. The Councillors do not receive any remuneration but are entitled to claim refund of expenses incurred in Association activities.

General Meetings

25. The Council shall call a General Meeting of all Members within a month after year-end. If considered necessary, it can also call an Extraordinary General Meeting; this shall also be called within a month after at least 10 Members ask for it through a reasoned letter to the Secretary. All current Members have the right to be present through one person at all General Meetings.
26. The Agenda for any General Meeting has to be sent to Members at least a week before. If the Meeting is to include the choice of Councillors, this has to be clearly shown.
27. A need may also be felt for a General Meeting of the Members of one or more Groups.

Statute Changes

28. All changes to the statute have to be approved through a simple majority of those present with a voting right at a General Meeting. This need not necessarily be an AGM, but the proposed changes have to be available to the Members beforehand.

Dissolution of the Association

29. For the Association to be dissolved, the Council has to approve a motion about this with a two-thirds majority of current Councillors. Within a month, an Extraordinary General Meeting has to be called (announced in at least one national paper) and the motion gets a two-thirds majority of Members present. This same Meeting has to appoint a qualified Auditor to go through the accounting books, to settle debts and then to dispose (as decided during this Meeting) of any Association assets remaining.

AnnexA

With reference to **2c**, different types of membership are possible.

Presently Members can be:

- i) **Full Members:** autonomous NGOs with a statute and a functioning committee and who hold regular activities (and so can involve themselves fully in the

Association - including voting during General Meetings and nominating candidates for the Council)

- ii) **Associate Members:** NGOs satisfying the definition in **2a** but not the paragraph above (2ci) or who prefer not becoming full members. (Note: even though without voting and nominating rights, they can still participate actively in discussions during General Meetings; neither do they lose the right to - should circumstances change- later apply for full membership.)

It is the Council's duty to decide and to interpret details of the rights and conditions of membership, including fees. *As instructed by the AGM of 12th January 2007, the Council decided on 17th January 2007 to suspend the Associate Membership option – thus eliminating any distinction between member NGOs.*

This Statute was approved (in Maltese) during the AGM of 18th December 2004 and amended through a decision of the 12th January 2007 AGM.

In cases of uncertainty or ambiguity, the Maltese version shall prevail.